

Alvord and Alvord - 1911-1917

ALVORD AND ALVORD RECORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)
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MAR 22 1996 -1 20

INTERSTATE COM

OF COUNSEL
URBAN A. LESTER

MAR 22 1 17 PM '96

March 22, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) executed copies of each of the following documents: Twenty-Eighth Amendment to Security Agreement-Trust Deed, dated as of March 22, 1996, and a separate Bill of Sale and Assignment and Assumption Agreement, dated as of March 22, 1996, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Twenty-Eighth Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)
Capital Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment being ADDED to the Security Agreement is: 375 railcars set forth in Annex A attached to the Twenty-Eighth Amendment, with the Leases related thereto set forth in Annex B attached to the Twenty-Eighth Amendment.

Mr. Vernon A. Williams
March 22, 1996
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With respect to the 375 railcars being ADDED to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated
620 North Second Street
St. Louis, Missouri 63301

Transferee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignor: ACF Industries, Incorporated
620 North Second Street
St. Charles, Missouri 63301

Assignee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Also enclosed is a check in the amount of \$63.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

3/22/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/22/96 at 1:20PM, and assigned recordation number(s). 15595-C, 19111-PPPP, QQQQ & RRRR, 19961-A.

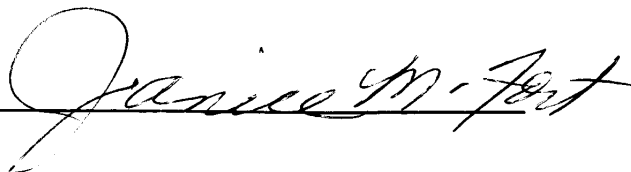
Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



1911-PPPP
RECORD

MAR 22 1996 - 120

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to AKF CORP., a Delaware corporation (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEE IN EARTH CITY, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 22 day of March, 1996

ACF INDUSTRIES, INCORPORATED

By: Unesh Choksi

Name: Unesh Choksi

Title: Treasurer

SCHEDULE 1

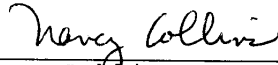
DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 19th day of March, 1996 before me, personally appeared Umesh Choksi - to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri, and is Treasurer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996



Notary Public

3/20/96

ANNEX A

1

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	45012	ACFX	51945	ACFX	69983
ACFX	45035	ACFX	51946	ACFX	69984
ACFX	45038	ACFX	51947	ACFX	69985
ACFX	45040	ACFX	51948	ACFX	69986
ACFX	45042	ACFX	51949	ACFX	69987
ACFX	45043	ACFX	51950	ACFX	71722
ACFX	45044	ACFX	51951	ACFX	71723
ACFX	45045	ACFX	51952	ACFX	71724
ACFX	45046	ACFX	51953	ACFX	71725
ACFX	45047	ACFX	51954	ACFX	71726
ACFX	45048	ACFX	51955	ACFX	71727
ACFX	45049	ACFX	51956	ACFX	71729
ACFX	45050	ACFX	51957	ACFX	71730
ACFX	45051	ACFX	51958	ACFX	71733
ACFX	45052	ACFX	51961	ACFX	71734
ACFX	45881	ACFX	51963	ACFX	71735
ACFX	45882	ACFX	51965	ACFX	71736
ACFX	45883	ACFX	51972	ACFX	71738
ACFX	45884	ACFX	51973	ACFX	71755
ACFX	45885	ACFX	51976	ACFX	71757
ACFX	45886	ACFX	51977	ACFX	71779
ACFX	45887	ACFX	65601	ACFX	71780
ACFX	45888	ACFX	65602	ACFX	71781
ACFX	45889	ACFX	65603	ACFX	71782
ACFX	45890	ACFX	65605	ACFX	71783
ACFX	45891	ACFX	65606	ACFX	71784
ACFX	45892	ACFX	65607	ACFX	71785
ACFX	51485	ACFX	65611	ACFX	71787
ACFX	51486	ACFX	65612	ACFX	71788
ACFX	51487	ACFX	65613	ACFX	71789
ACFX	51488	ACFX	65614	ACFX	71790
ACFX	51489	ACFX	65615	ACFX	71791
ACFX	51490	ACFX	65616	ACFX	71792
ACFX	51491	ACFX	65620	ACFX	71793
ACFX	51492	ACFX	65621	ACFX	71794
ACFX	51493	ACFX	65622	ACFX	71818
ACFX	51521	ACFX	65624	ACFX	71824
ACFX	51522	ACFX	65625	ACFX	71929
ACFX	51933	ACFX	65626	ACFX	71930
ACFX	51934	ACFX	65627	ACFX	71931
ACFX	51935	ACFX	65628	ACFX	71932
ACFX	51936	ACFX	65629	ACFX	71933
ACFX	51937	ACFX	69908	ACFX	71934
ACFX	51938	ACFX	69975	ACFX	71935
ACFX	51939	ACFX	69976	ACFX	71936
ACFX	51940	ACFX	69977	ACFX	71937
ACFX	51941	ACFX	69978	ACFX	71938
ACFX	51942	ACFX	69979	ACFX	71939
ACFX	51943	ACFX	69980	ACFX	71940
ACFX	51944	ACFX	69982	ACFX	71941

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ANNEX A

2

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	71942	ACFX	71994	ACFX	72945
ACFX	71943	ACFX	71995	ACFX	72946
ACFX	71944	ACFX	71996	ACFX	72947
ACFX	71945	ACFX	71997	ACFX	72948
ACFX	71946	ACFX	71998	ACFX	72949
ACFX	71947	ACFX	71999	ACFX	72950
ACFX	71948	ACFX	72901	ACFX	72951
ACFX	71949	ACFX	72902	ACFX	72952
ACFX	71950	ACFX	72903	ACFX	72953
ACFX	71951	ACFX	72904	ACFX	72954
ACFX	71952	ACFX	72905	ACFX	72955
ACFX	71953	ACFX	72906	ACFX	72956
ACFX	71954	ACFX	72907	ACFX	72957
ACFX	71955	ACFX	72908	ACFX	72958
ACFX	71956	ACFX	72909	ACFX	72959
ACFX	71957	ACFX	72910	ACFX	72960
ACFX	71958	ACFX	72911	ACFX	72961
ACFX	71959	ACFX	72912	ACFX	72962
ACFX	71960	ACFX	72913	ACFX	72963
ACFX	71961	ACFX	72914	ACFX	72964
ACFX	71962	ACFX	72915	ACFX	72965
ACFX	71963	ACFX	72916	ACFX	72966
ACFX	71964	ACFX	72917	ACFX	72967
ACFX	71966	ACFX	72918	ACFX	72968
ACFX	71967	ACFX	72919	ACFX	72969
ACFX	71968	ACFX	72920	ACFX	72970
ACFX	71969	ACFX	72921	ACFX	73125
ACFX	71970	ACFX	72922	ACFX	73126
ACFX	71971	ACFX	72923	ACFX	200175
ACFX	71972	ACFX	72924	ACFX	200192
ACFX	71973	ACFX	72925	ACFX	200195
ACFX	71974	ACFX	72926	ACFX	200196
ACFX	71975	ACFX	72927	ACFX	200207
ACFX	71976	ACFX	72928	ACFX	200208
ACFX	71977	ACFX	72929	ACFX	200209
ACFX	71978	ACFX	72930	ACFX	200214
ACFX	71979	ACFX	72931	ACFX	200216
ACFX	71980	ACFX	72932	ACFX	200217
ACFX	71981	ACFX	72933	ACFX	200219
ACFX	71982	ACFX	72934	ACFX	200279
ACFX	71983	ACFX	72935	ACFX	200280
ACFX	71984	ACFX	72936	ACFX	200281
ACFX	71985	ACFX	72937	ACFX	200282
ACFX	71986	ACFX	72938	ACFX	200283
ACFX	71987	ACFX	72939	ACFX	200285
ACFX	71988	ACFX	72940	ACFX	200287
ACFX	71989	ACFX	72941	ACFX	200288
ACFX	71990	ACFX	72942	ACFX	200289
ACFX	71992	ACFX	72943	ACFX	200292
ACFX	71993	ACFX	72944	ACFX	200293

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ANNEX A

3

Rptg Mark	Car Number	Rptg Mark	Car Number	Rptg Mark	Car Number
ACFX	200295	ACFX	458305		
ACFX	200296	ACFX	458306		
ACFX	200301	ACFX	458307		
ACFX	200302	ACFX	458308		
ACFX	200304	ACFX	458309		
ACFX	200307	ACFX	458310		
ACFX	200308	ACFX	458311		
ACFX	200310	ACFX	458312		
ACFX	200311	ACFX	458313		
ACFX	200312	ACFX	458315		
ACFX	200313	ACFX	458316		
ACFX	200314	ACFX	458317		
ACFX	220056	ACFX	458318		
ACFX	220057	ACFX	458319		
ACFX	220059	ACFX	458320		
ACFX	220064	ACFX	458321		
ACFX	220066	ACFX	458322		
ACFX	458219	ACFX	458323		
ACFX	458220	ACFX	458324		
ACFX	458224	ACFX	458325		
ACFX	458256	ACFX	462030		
ACFX	458257	ACFX	462038		
ACFX	458262	ACFX	462042		
ACFX	458276	ACFX	462043		
ACFX	458278	ACFX	462044		
ACFX	458280				
ACFX	458281				
ACFX	458282				
ACFX	458283				
ACFX	458284				
ACFX	458285				
ACFX	458286				
ACFX	458287				
ACFX	458288				
ACFX	458289				
ACFX	458290				
ACFX	458291				
ACFX	458292				
ACFX	458293				
ACFX	458294				
ACFX	458295				
ACFX	458296				
ACFX	458297				
ACFX	458298				
ACFX	458299				
ACFX	458300				
ACFX	458301				
ACFX	458302				
ACFX	458303				
ACFX	458304				

375 Cars